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Carla S. Stanford
Attorney and Counselor at Law
400 South Orlando Avenue, Suite 1
Winter Park, Florida 32809

FILED

(407) 782-5149 Mobile

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May 13, 1996

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

Department of State
Division of Corporations
P. O. Box 6327
Tallahassee FL 32314

SECRET 1022808
-05/15/96--01001--000
***122.50 ***122.50

SUBJECT: CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT CORPORATION

Enclosed is an original and one copy of the articles of incorporation and designation of registered agent, office and a check for \$122.50 to cover the cost of filing and a certified copy.

Contact me if there are any problems.

Sincerely,

CS Stanford

Carla S. Stanford

*Send certified copy
to my attention at*

1701 Montana St.

Orlando FL 32803

Thanks

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96 MAY 13 PM 1:30
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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**ARTICLES OF INCORPORATION
OF
CENTRAL FLORIDA
DEVELOPMENT AND INVESTMENT
CORPORATION**

FILED

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

**ARTICLE I
Name**

The name of this corporation is: **CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT CORPORATION**

**ARTICLE II
Term of Existence**

This corporation shall commence on May 13, 1996 and shall have perpetual existence.

**ARTICLE III
Principal Office**

The principal place of business and the mailing address for the corporation is 4630 South Kirkman Road, Orlando, Florida 32811.

**ARTICLE IV
Nature of Business**

This corporation is organized for the purpose of conducting any lawful activity or business in Florida, the United States of America, or throughout the world.

**ARTICLE V
Capital Structure**

A. The maximum number of shares of stock that this corporation is authorized to issue is **1,000 (One Thousand)** shares, all of which shall be Common Shares with a par value of **\$1.00 (One Dollar)** each.

B. All Common Shares shall be identical with each other in every respect and the holders thereof shall be entitled to one vote for each share upon all matters on which shareholders have the right to vote.

ARTICLE VI

Initial Registered Agent and Registered Office

A. The initial registered agent of this corporation shall be Carla S. Stanford, Attorney at Law.

B. The street address of the initial registered office of this corporation, which is identical with the business address of the registered agent, is 400 South Orlando Avenue, Suite 1, Winter Park, Florida 32789.

ARTICLE VII

Incorporator

The name and address of the incorporator is Carla S. Stanford, Attorney at Law, 400 South Orlando Avenue, Suite 1, Winter Park, Florida 32789.

ARTICLE VIII

Initial Board of Directors

This corporation shall have one director initially. The number of directors may be either increased or diminished from time to time in accordance with the Bylaws, but shall never be less than one. The initial director of this corporation is: Gerard Latulippe, 4630 South Kirkman Road, Orlando, Florida 32811.

ARTICLE IX

Indemnification

This corporation shall indemnify any officer or director, or former officer or director, to the full extent permitted by law.

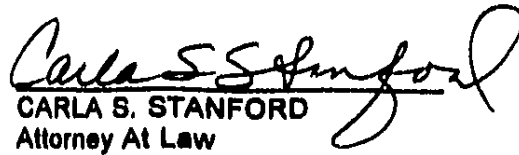
ARTICLE X

Preemptive Rights

The shareholders of this corporation shall be and are hereby vested with preemptive rights as to their shareholdings in this corporation. Accordingly, every shareholder, upon the sale for cash of any new stock of this corporation of the same

kind, class or series as that which he or she already holds, shall have the right to purchase his or her pro rata share thereof, as nearly as may be done without the issuance of fractional shares, at the price at which the shares are offered to others.

IN WITNESS WHEREOF, the undersigned Incorporator executed these Articles of Incorporation this 13th day of May, 1996.


CARLA S. STANFORD
Attorney At Law

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT/REGISTERED OFFICE
CENTRAL FLORIDA
DEVELOPMENT AND INVESTMENT
CORPORATION**

FILED

96 MAY 13 PM 1:30

SECRETARY OF STATE
TALLAHASSEE, FLORIDA

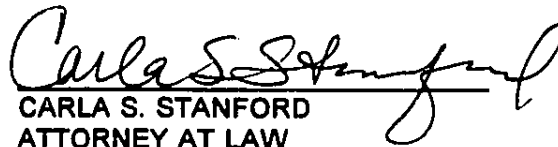
Pursuant to the provisions of section 607.0501 or 607.0501 Florida Statutes, the undersigned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent in the State of Florida.

1. The name of the corporation is: **CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT CORPORATION**

2. The name and address of the registered agent and office is:

Carla S. Stanford, Attorney at Law
400 South Orlando Avenue, Suite 1
Winter Park, Florida 32789

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISIONS OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


CARLA S. STANFORD
ATTORNEY AT LAW

Date: May 13, 1996

P96000043265

FLORIDA DEPARTMENT OF STATE
Sandra B. Morthum
Secretary of State

August 25, 1997

CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT CORPORATION
4630 S. KIRKMAN RD.
ORLANDO, FL 32811

SUBJECT: CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT
CORPORATION
Ref. Number: P96000043265

Debit Memo #: 14497-A

This is to inform you that check #1022 in the amount of \$558.75 submitted with the annual report for CENTRAL FLORIDA DEVELOPMENT AND INVESTMENT CORPORATION has been returned by your bank because of NON-SUFFICIENT FUNDS.

We request you remit a cashier's check or money order, referencing the above named debit memo number, in the amount of \$586.69 made payable to the Department of State to cover the unpaid fees and service charge.

Section 607.1421 or 617.1421, Florida Statutes, requires at least 60 day notice of our intent to administratively dissolve or revoke your corporation for failure to file the annual report and pay the filing fee. Consider this your 60 day notice if the payment is not received, your corporation will be administratively dissolved or revoked on or after October 25, 1997 and a reinstatement fee of an additional \$585 will be imposed to reactivate the corporation.

Please send the replacement check to my attention at the address listed below.

If you have any questions concerning the filing of your document, please call (850) 487-6057.

Pat Bailey
Accountant I

Letter Number: 297A00042679

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-09/16/97--01006--009
*****586.69 *****586.69

September 15, 1997

REPLACEMENT FEE 1997

ANNUAL REPORT: CENTRAL FLORIDA
DEVELOPMENT AND INVESTMENT
CORPORATION

DEBIT MEMO: # 14497-A

CHECK #: 1022